

## **EXHIBIT B**

# ARTICLES OF INCORPORATION OF TELECOM EZ CORP.

FILED - CUSTOMER COPY  
DONETTA DAVIDSON  
COLORADO SECRETARY OF STATE

The undersigned incorporator, a natural person of the age of 18 years or more, in order to form a corporation under the laws of the State of Colorado, hereby certifies as follows:

## ARTICLE I

### Name

The name of the corporation is TelecomEZ Corp. (the "Corporation").

## ARTICLE II

### Period of Duration

The Corporation shall have perpetual existence.

## ARTICLE III

### Objects and Purposes

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\$ 50.00

SECRETARY OF STATE

01-10-2001 17:02:50

The Corporation is organized to carry on any and all lawful business, whatsoever, for which corporations may be organized pursuant to the Colorado Business Corporation Act, to have and exercise all powers, privileges and immunities now or hereafter conferred upon or permitted to corporations by the laws of the State of Colorado. The Corporation may do everything and anything necessary, suitable or proper for the accomplishment of any of its corporate purposes. The Corporation may conduct part or all of its business in any part of Colorado, the United States or anywhere else and may hold, purchase, mortgage, lease and convey real and personal property in any of such places.

It is the intention that the purposes, objects and powers specified above shall not, except as otherwise expressed, be limited or restricted by reference to or inference from the terms of any other clause in these Articles of Incorporation, but each purpose, object or power stated in the foregoing clauses shall be regarded as an independent purpose, object or power.

## ARTICLE IV

### Number of Shares

The total number of shares of all classes of stock that the Corporation is authorized to issue is 25,000,000 shares, each with no par value per share, of which 15,000,000 shares shall be classified as common shares ("Common Shares") and 10,000,000 shares shall be classified as preferred shares ("Preferred Shares"). The designations, preferences, limitations and relative rights of the shares of the Common Shares and Preferred Shares are:

a) **Common Shares.** The voting, dividend and liquidation rights of holders of Common Shares are subject to and qualified by the rights of holders of Preferred Shares as determined by the Board of Directors upon designation of any series of Preferred Shares. Holders of Common Shares shall be entitled to one vote for each share held by them at all meetings of shareholders except meetings at which only holders of other classes of shares are entitled to vote. Dividends may be declared and paid on Common Shares from funds lawfully available therefor as and when determined by the Board of Directors and subject to the dividend rights of any outstanding Preferred Shares. Upon the dissolution, liquidation or winding-up of the Corporation, whether voluntary or involuntary, holders of Common Shares shall be entitled to receive all assets of the Corporation available for distribution to its shareholders, subject to any preferential rights of outstanding Preferred Shares.

b) **Preferred Shares.** Preferred Shares may be issued in one or more series as shall be created and authorized to be issued by resolution of the Board of Directors. The Board of Directors is authorized to designate the powers, preferences and relative, optional and other special rights of the shares of each series of Preferred Shares, and the qualifications, limitation and restrictions thereof, including (but without limiting the generality of the foregoing) any of the following with respect to which the Board of Directors shall determine to make effective provisions:

- i) the distinctive name and serial designation;
- ii) the dividend payment dates;
- iii) the rate or rates at which dividends, if any, shall be paid;
- iv) whether dividends are to be cumulative or noncumulative and any preferential or other special rights with respect to the payment of dividends;
- v) whether any series shall be redeemable and, if so, the terms, conditions and manner of redemption and the redemption price or prices;
- vi) the rights of a series on voluntary or involuntary liquidation, dissolution or winding up, including the amount or amounts of preferential or other payment to which any series is entitled over any other series or over the Common Shares;
- vii) any sinking fund, redemption or retirement provisions and the extent to which the charges therefor are to have priority over the payment of dividends on any other series or over dividends on the Common Shares;
- viii) the number of shares of such series;
- ix) the voting rights, if any, for such series;
- x) the conversion rights, if any, for such series.

Unless otherwise provided in the resolution of the Board of Directors providing for the issue thereof, shares of any series of Preferred Shares which shall be issued and thereafter acquired by the Corporation through purchase, redemption, conversion or otherwise, may by resolution of the Board of Directors be returned to the status of authorized but unissued Preferred Shares of the same or other series. Unless otherwise provided in the resolution of the Board of Directors providing for the issue thereof, the number of authorized shares of any such series may be increased or decreased (but not below the number of shares thereof then outstanding) by resolution of the Board of Directors. In case the number of shares of any such series of Preferred Shares shall

be decreased, the shares representing such decrease shall, unless otherwise provided in the resolution of the Board of Directors providing for the issuance thereof, resume the status of authorized but unissued Preferred Shares, undesignated as to series.

#### ARTICLE V Directors

The business and affairs of the Corporation shall be managed by the Board of Directors. The number of directors constituting the Board of the Directors shall be fixed in the manner provided in the Bylaws of the Corporation. The initial Board of Directors shall consist of two (2) persons, the names and addresses of such person are as follows:

<u>Name</u>	<u>Address</u>
Thiam Gan	113A Coronado Court Fort Collins, Colorado 80525
Sanshiro Fukada	113A Coronado Court Fort Collins, Colorado 80525

#### ARTICLE VI Registered Office and Agent

The address of the initial registered office of the Corporation is 215 West Oak Street, 10<sup>th</sup> Floor, Fort Collins, Colorado 80521 and the name of its registered agent at such address is Joel M. Funk.

#### ARTICLE VII Principal Office

The address of the initial principal office of the Corporation is 113A Coronado Ct., Fort Collins, Colorado 80525.

#### ARTICLE VIII Cumulative Voting

Cumulative voting shall not be allowed in the election of directors.

ARTICLE IX  
Preemptive Rights

No Shareholders shall have a preemptive right to purchase, subscribe for, or otherwise acquire unissued or treasury shares of the Corporation or securities convertible into such shares or carrying a right to subscribe to or acquire such shares.

ARTICLE X  
Limitations of Liability

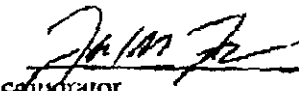
No director of the Corporation shall be personally liable to the Corporation or to its shareholders for monetary damages for breach of fiduciary duty as a director, except to the extent limited by Section 7-108-402(1) of the Colorado Business Corporation Act.

The foregoing provisions of this Articles shall be deemed to be a contract between the Corporation and each director and officer who serves in such capacity at any time while this Article is in effect, and any repeal or modification hereof shall not affect the rights or obligations then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought based in whole or in part upon any such stated facts.

ARTICLE XI  
Incorporator

The name and address of the incorporator are: Joel M. Funk, 215 West Oak Street, 10<sup>th</sup> Floor, Fort Collins, Colorado 80521.

IN WITNESS WHEREOF, the undersigned has signed and acknowledged these Articles of Incorporation this 10<sup>th</sup> day of January, 2001.

  
\_\_\_\_\_  
Incorporator

Joel M. Funk hereby consents to the appointment as the initial registered agent for TelecomEz Corp.

  
\_\_\_\_\_  
Initial Registered Agent

State of Illinois  
Office of  
The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT  
BUSINESS IN THIS STATE OF TELEOCMEZ CORP.  
INCORPORATED UNDER THE LAWS OF THE STATE OF COLORADO HAS BEEN FILED  
IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS  
CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be  
affixed the Great Seal of the State of Illinois,  
at the City of Springfield, this 1ST  
day of JUNE A.D. 2001 and of  
the Independence of the United States the two  
hundred and 25TH



*Jesse White*

Secretary of State

Form **BCA-13.15**  
(Rev. Jan. 1999)

APPLICATION FOR CERTIFICATE  
OF AUTHORITY TO  
TRANSACTION BUSINESS IN ILLINOIS

**SUBMIT IN DUPLICATE!**

Jesse White, Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-1834  
http://www.sos.state.il.us

This space for use by Secretary of State

**FILED**

JUN - 1 2001

JESSE WHITE  
SECRETARY OF STATE

This space for use by  
Secretary of State

Date 6-1-01  
License Fee \$  
Franchise Tax \$ 25.00  
Filing Fee \$ 75.00  
Penalties \$  
Approved: \$100.00

Payment must be made by  
certified check, cashier's check,  
Illinois attorney's check, Illinois  
C.P.A.'s check or money order,  
payable to "Secretary of State."

1. (a) CORPORATE NAME: TELECOMEZ CORP.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME:  
(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the  
transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: COLORADO

(b) Date of Incorporation: 1/10/2001

(c) Period of Duration: PERPETUAL

3. (a) Address of the principal office, wherever located: (b) Address of principal office in Illinois:

113-A-3 CORONADO CT.  
FT. COLLINS, CO 80525

(If none, so state)  
NONE

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent CORPORATION SERVICE COMPANY

First Name

Middle Name

Last Name

Registered Office 422 NORTH NORTHWEST HIGHWAY

Number

Street

Suite #

PARK RIDGE, IL 60068 - COOK COUNTY

City

ZIP Code

County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

COLORADO

6. Names and residential addresses of officers and directors:

	Name	No. & Street	City	State	ZIP
President	THIAM GAN	1027 FOSSIL CREEK DR.	FT. COLLINS, CO		80526
Secretary	SAME AS ABOVE				
Director	SAME AS ABOVE				
Director	SANSHIRO FUKADA	3-27-9 MISUGIELUT,	HANNO	357	JAPAN
Director					

If more than 3, attach list

7. Purpose or purposes proposed to be pursued in transacting business in this state:  
(If not sufficient space to cover this point, add one or more sheets of this size.)

TO OFFER TELECOMMUNICATION SERVICES, INTERNET SERVICES AND CONTENT DELIVERY

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
COMMON	-	WITHOUT PAR VALUE	15,000,000	10,000,000
PREFERRED	-	WITHOUT PAR VALUE	10,000,000	

9. Paid-in Capital: \$ 10,000.00

("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property\* of the corporation for the following year: \$ 1,000
- (b) Give an estimate of the total value of all the property\* of the corporation for the following year that will be located in Illinois: \$ NONE
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 900,000
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 24,000

11. Interrogatories: (Important - this section must be completed.)

- \*\* (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: 113 CORONADO CT  
(b) Number of shares of all classes owned by residents of Illinois: NONE FT COLLINS, CO  
(c) Number of shares of all classes owned by non-residents of Illinois: 10,000,000  
(d) Is the corporation transacting business in this state at this time? NO  
(e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated MARCH 9 2001 TELECOMMEZ CORP.  
(Month & Day) (Year) (Exact Name of Corporation)  
attested by [Signature] [Signature]  
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)  
THAM C. BAN, PRESIDENT by THAM C. BAN, PRESIDENT  
(Type or Print Name and Title) (Type or Print Name and Title)

\* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

\*\* When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).